

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549



02027546

Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
The Securities Exchange Act of 1934

P.E.
 4-24-02

Northern Rock plc

(Translation of Registrant's name into English)

Northern Rock House
 Gosforth
 Newcastle upon Tyne
 England
 NE3 4PL

(Address of principal executive offices)

**PROCESSED**

MAY 03 2002

**THOMSON
FINANCIAL**

Indicate by check mark whether the registrant files or will file annual reports
 under cover form 20-F or Form 40-F

Form 20-F ... ☒ ... Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in
 this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-
 2(b) under the Securities Exchange Act of 1934.

Yes No ... ☒ ...

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**Document
No.**

Document

1.


Northern Rock plc - Approved Profit Sharing Scheme - Appropriation of
Shares

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorised.

Northern Rock plc
(Registrant)

Date: 15 April 2002

By:  _____

Name:

C Jobe

Title:

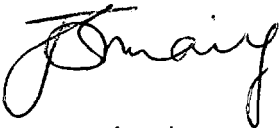
Company Secretary

NORTHERN ROCK PLC

EMPLOYEE SHARE OPTION SCHEME

Northern Rock plc (the Company) announces that on 12 April 2002 Carey Langlois Trust Company Limited as Trustees of the Northern Rock Employee Trust (a discretionary trust of which all employees of the Northern Rock Group are potential beneficiaries) transferred 18,750 Ordinary 25p Shares (Shares) in the Company at £6.51 per Share to individuals who had exercised share options granted to them under the Company's Employee Share Option Scheme (an Inland Revenue Approved Share Option Scheme under which options were granted to substantially all employees in June 1998). The Executive Directors are deemed for Companies Act purposes to be interested in all Shares held by the Northern Rock Employee Trust.

Following these transactions, the Northern Rock Employee Trust holds a total of 2,801,970 Shares representing 0.66% of the Company's issued share capital.


12th April 2002